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THE
Illuminating-Gas Apparatus
CONSTRUCTION COMPANY.

NEW YORK, NOVEMBER 1ST, 1875.

General Office, 42 Pine Street,

ROOM 18.

New York:

SEARS & COLE, STATIONERS, PRINTERS AND LITHOGRAPHERS,

No. 45 William and 32 & 34 Liberty Streets.

1875.

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Illuminating-Gas Apparatus Construction Co.

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NEW YORK, NOVEMBER 1ST, 1875.

W. H. GRENELLE,
General Agent.

JOS. PEASON GILL,
President.

GENERAL OFFICE:

42 Pine Street, Room 18, New York City.

SEARS & COLE, STATIONERS AND PRINTERS,
45 WILLIAM AND 32 & 34 LIBERTY STREETS.

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OBJECTS OF ORGANIZATION.

THE ILLUMINATING-GAS APPARATUS CONSTRUCTION COMPANY is a body corporate, organized under the laws of the State of New York authorizing the formation of corporations for manufacturing, mining, mechanical and chemical purposes.

The objects for which the Company is formed are to manufacture, use and sell, and to license to manufacture, use and sell illuminating gas and the apparatus required to manufacture the same under the "Beatley" and other processes, and to make and furnish all other articles or apparatus which may be required or used in the construction and maintenance of gas works generally.

The affairs of the Company are managed by a Board of Trustees, and its offices are located in the Cities of New York, Brooklyn and Hudson, State of New York.

BY-LAWS

OF

The Illuminating-Gas Apparatus Construction Company.

ARTICLE FIRST.

SECTION 1. TRUSTEES.—The general business, stock, property, and operations of this corporation shall be exclusively managed by a Board of Trustees consisting of seven persons, four of whom shall constitute a quorum for the transaction of all business.

SEC. 2. OFFICES FOR BUSINESS.—The principal office and place of business of this Company shall be in the City of Hudson, Columbia County, with subordinate offices in the Cities of New York and Brooklyn, and its manufactories may be established at such places as the Board of Trustees may elect.

ARTICLE SECOND.

SECTION 1. ANNUAL MEETING OF SHAREHOLDERS.—There shall be an annual meeting of shareholders on the first Thursday of January, at the office of the Company in the City of New York, and due notice shall be given of such meeting as the law directs. Special meetings of the shareholders may be called by the Trustees when necessary, of which twenty-one days' notice shall be given to each shareholder as the law directs.

SEC. 2. TRUSTEES.—At said annual meeting there shall be elected a Board of Trustees to serve for the ensuing year and until their successors shall be elected and qualified.

SEC. 3. LIST OF STOCKHOLDERS.—The Transfer Book shall be closed at least ten days prior to each election, and the Secretary shall make up from the proper book a correct list of the stockholders and of the number of shares held by each.

SEC. 4. TRUSTEES HOW ELECTED.—All elections for Trustees shall be by ballot, and each stockholders whose name shall appear upon the said list, shall be entitled to one vote, in person or by proxy, for each share of stock appearing by said list to be owned or held by him.

SEC. 5. TRUSTEES ELECTED.—The seven individuals receiving the highest number of votes, at any such election for Trustees, shall be declared elected to that office, and shall hold the same until the next annual election, or until others are elected in their place.

SEC. 6. TRUSTEES NOTIFIED OF THEIR ELECTION.—Immediately after the election, the Secretary shall notify each of the Trustees elect of his said election, and of a time and place within one week after such election, when and where the said Trustees elect shall assemble for organization and transaction of business; and if there be not a quorum, those present may adjourn from day to day until such quorum may be secured.

SEC. 7. SPECIAL ELECTION OF TRUSTEES.—If for any reason the election of Trustees shall not be held on the day first fixed therefor, the President shall immediately order a special election to be held, fixing the time therefor, and

prompt notice of the same, as herein required for annual elections, shall be given, which special election shall be held and the individuals elected notified, as herein provided for annual elections.

SEC. 8. RESIGNATION OF TRUSTEES.—Any Trustee may at any time retire by filing his written resignation with the Secretary, such vacancy to be filled by the remaining members of the Board for the remainder of the term at their next regular meeting.

ARTICLE THIRD.

SECTION 1. OF THE OFFICERS.—The officers of the Company shall be chosen by ballot annually by the Board of Trustees at their first meeting and shall consist of a President, and Vice-President from among their own number, and of a Treasurer, Secretary, General Agent, Engineer, Assistant-Engineers, and Counsel, who may or may not be members of the Board, and a majority of the whole number of Trustees shall be necessary to a choice.

SEC. 2. REGULAR MEETINGS OF THE BOARD OF TRUSTEES.—The Board of Trustees shall meet once a month at the office of the Company in Brooklyn, and such regular meetings shall be held on the second Thursday of each month, except when these days are holidays, and then the regular meeting shall take place on the following day. Special meetings of the Board of Trustees may be called at any time by the President at the request of any two of the Trustees, to be held at the office of the Company in the City of Brooklyn, or at their office in the City of New York, upon notice duly mailed to each Trustee or personally served.

ARTICLE FOURTH.

SEC. 1. PRESIDENT.—The President shall preside at all meetings of the Board of Trustees and shall sign all stock certificates, contracts, licenses, instruments or papers in writing to which the seal of the Company is required to be affixed; he shall countersign all checks, warrants, notes or drafts drawn by the Treasurer or by the Secretary of the Company and shall otherwise exercise a general supervision over the business and employees of the corporation.

SEC. 2. VICE-PRESIDENT.—The Vice-President, in the absence of the President, shall have the same power and perform the same duties as the President.

SEC. 3. TREASURER.—The Treasurer shall receive all monies paid over to him by the Secretary that shall belong to and which shall be paid in on account of, or to, or for the use of the Company and shall deposit the same in such bank or banks as the Trustees may appoint; he shall sign all checks, drafts, notes and orders for the payment of money; he shall keep all Bank accounts in the name of the Company, and no money shall be paid out by him except on a warrant drawn by the Secretary; he shall keep a correct account of all monies received, and paid out by him, showing from what source received and for what paid out; he shall exhibit to the Board quarterly, or oftener if required, a correct statement of the receipts and disbursements for the preceding quarter, and showing the amount of money in the treasury and where and how the same is deposited and held, and with such statement he shall also exhibit his books, vouchers and papers; he shall have charge of all the valuable papers and securities of the Company and shall perform all other duties incident to the office of Treasurer, giving, if required by the

Board, security in such form and amount as they may specify, for the faithful performance of his duty.

SEC. 4. SECRETARY.—The Secretary shall attend daily at the offices of the Company at New York City and at Brooklyn (and also at the principal office at Hudson whenever specially notified to do so by the Counsel of the Company) during business hours and shall receive and pay over to the Treasurer all monies that shall be paid in on account of, or to, or for the use of the Company unless excused by the Board of Trustees; he shall keep the books of the Company and shall attend all the meetings of the Board of Trustees and keep the minutes of their proceedings, and shall issue all notices of the regular and special meetings of the same; he shall audit all disbursements on account of the Company and after their correctness has been certified to by the General Agent or one of the engineers, shall draw warrants for the amounts thus certified upon the Treasurer; he shall sign all licenses and all certificates of stock, and witness all transfers of same; he shall be the custodian of the corporate seal and shall give personal attention to all the duties incident to the office.

SEC. 5. GENERAL AGENT.—The General Agent shall cooperate with the Engineers, and shall give his entire time and attention to introduce and cause the adoption of the processes or methods of manufacture of illuminating gas, owned or controlled by this Company in the United States, making such personal, verbal, or printed, or written application to each gas works, as in his judgment may best influence such companies in its favor, making special terms and conditions, proportionate to their annual make, subject to the approval of the Board of Trustees; he shall render an account of all disbursements made by him, on account of the Company, and certify to all bills of expenditures made

under his direction, which, after audit by Secretary and countersigned by President, shall be paid by warrant upon the Treasurer of Company: he shall make a detailed report to the Board of Trustees at each monthly meeting, and at the close of the fiscal year, a general report of his operations in the behalf of this Company.

SEC. 6. ENGINEERS.—The Engineer and Assistant Engineers shall cooperate with the General Agent in procuring the adoption of the Processes or Methods owned by this Company in the United States, shall make careful record of the use of such processes in the gas works, under their especial charge and control, and make and furnish to such agent analytical comparative statements of the same; also shall exhibit the practical working of the processes to the officers and engineers of other gas works, and generally to use their aid and influence to induce the adoption of the processes elsewhere; shall superintend and direct the manufacture, erection, construction, equipment and maintenance of machinery, and adaptation of apparatus to gas works, built or to be built; and shall give such instructions and formula for use to each gas works fitted up under said process or processes, as will enable such works to obtain the best results.

SEC. 7. COUNSEL.—The Counsel of this Company shall direct the written form of all the legal documents required by this Company in the prosecution and maintenance of its business; and shall protect and defend its interests on all and every occasion, when requested to do so by any officer of this Company.

ARTICLE FIFTH.

SECTION 1. OF DEBTS.—No debt or liability beyond the necessary legitimate business and current expenses of this Company, shall be contracted for by the Board of Trustees

or by any officer of this Company ; nor shall any salary be paid to any such officer or agent during the first five years of its corporate existence ; such compensation having been provided for pro rata to length of service by special arrangement with Patentee, prior to the organization of this Company, for the double purpose of securing the services of competent experts, and of relieving this Company from any such expense or liability, until it should be abundantly able to pay it from surplus receipts.

SEC. 2. DIVIDENDS.—The Board of Trustees shall, at least once a year, declare and pay from the surplus profit of this Company, such dividends as said surplus will warrant, and they may close the transfer books for not more than two weeks prior to the payment of such dividend.

ARTICLE SIXTH.

SECTION 1. ORDER OF MEETINGS.—Every meeting of the Board of Trustees shall be governed as far as possible by the rules of “Jefferson’s Manual ;” and at every stated meeting the order of business shall be as follows, viz. :

1. Reading and approving the minutes of former proceedings.
2. Report of the officers of the Company.
3. Report of Committees.
4. Filling of vacant offices and trusteeships.
5. Unfinished business.
6. New business.

ARTICLE SEVENTH.

SECTION 1. CERTIFICATES OF STOCK.—All blank certificates of stock of this Company shall be bound in a book and numbered ; and each certificate shall have a margin, which,

when the certificate is issued, shall remain in said book, and on which shall be entered by the Secretary the number of each certificate issued, the number of shares for which, and the name and residence of the person to whom it is issued, the date when issued, the page in the ledger where posted and a receipt for the said certificate, which shall be signed by the person to whom it is issued when he or she receives the same. No transfer shall be valid unless made upon the books of the Company by the party owning such stock, or by his, or her, or their attorney, legally constituted, or, in case of death, by their legal representatives; no new certificate or certificates shall be issued unless the certificate therefor previously issued shall be surrendered to the Company with the word "cancelled" written across the face thereof, and signed by the person surrendering the same, or his or her attorney who shall be duly authorized to transfer such stock; such surrendered certificate shall, immediately upon its being surrendered, be certified as "cancelled" by the President or Secretary, who shall sign such certificate, and shall be posted in the Stock Book, from which it was originally taken, on the edge of the page of which it originally formed a part, containing the marginal memorandum in respect thereto, hereby required to be made when each certificate of stock shall be issued; each certificate of stock shall express upon its face that the share or shares thereby represented are full stock and not liable to further calls or assessments, and shall be signed by the President and Secretary, and the seal of the Company shall be impressed upon each certificate.

SEC. 2. LOST CERTIFICATES.—If any certificate of stock shall be claimed to have been lost or destroyed, no new certificate shall be issued to take the place thereof, unless proof shall be made by affidavit of such loss or destruction,

and of the publication of a notice of such loss or destruction in either of the daily newspapers published in the Cities of Hudson, New York or Boooklyn, for at least two weeks; and requiring all persons to show cause, if any they have, why a new certificate should not be issued in the place of the one so lost or destroyed, and unless a bond shall be given satisfactory to the President, to indemnify the Company against any loss or damage, cost and expenses, by reason or on account of said certificate so alleged to be lost or destroyed, and by reason or on account of the issue of a new certificate in lieu thereof; and every certificate issued in the place of one alleged to be lost or destroyed, shall have the same date and number as the one alleged to be lost or destroyed, and shall have legibly written across the face thereof, that it is issued in the place of a certificate of stock of the same date and number lost or destroyed.

ARTICLE EIGHTH.

SEC. 1. CORPORATE SEAL.—A suitable seal shall be provided which shall be under the charge of the Secretary, and the affixing of the seal to contracts and instruments, together with the signatures of the President and Secretary shall bind the Company; but no such contracts or agreements shall be so signed by the President and Secretary nor the seal of the Company be affixed thereto unless by special authorization of the Board of Trustees, and no such contract or agreement or guarantee shall be so authorized unless the Treasury of the Company has the funds in hand to meet such obligation.

ARTICLE NINTH.

SEC. 1. OF THE BY-LAWS.—The foregoing By-Laws may be altered, amended or added to, but any proposition to that effect must be made in writing at one of the regular

monthly meetings of the Board of Trustees, and no action shall be taken upon such proposed amendment until the next succeeding monthly meeting and at such time thereafter as a majority of the Board of Trustees may determine, when the proposed amendment may be definitely acted upon and decided by the unanimous vote of all the Trustees.

ARTICLE TENTH.

SEC. 1. VIOLATIONS OF BY-LAWS.—Any officer of the Company who shall willfully violate any of the foregoing By-Laws shall be subject to removal by a majority of the Board of Trustees.



